

**Articles of Amendment-Domestic Corporation**  
(15 Pa.C.S.)

6-9583

  x   Business Corporation (§ 1915)  
      Nonprofit Corporation (§ 5915)

28209



MAY 23 2005

the Department of State on PART 252  
*Pedro C. Cante*

Secretary of the Commonwealth

1 The name of the corporation is:  
COLTEC INDUSTRIES INC

(a) Number and Street City State  
1515 Market Street, c/o C T Corporation System, Philadelphia, PA. 19102

(b) Name of Commercial Registered Office Provider  
c/o CT CORPORATION SYSTEMS

3. The statute by or under which it was incorporated: **Business Corporation Law of 1988**

4 The date of its incorporation: 03/12/1976

5. Check, and if appropriate complete, one of the following:

xx The amendment shall be effective upon filing these Articles of Amendment in the Department of State

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

11-2-11

10-2-44 82 AM 1957

6. Check one of the following:

☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles.

☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

25th day of April

2005

COLTEC INDUSTRIES INC

Name of Corporation

*James C. Johnson*

Signature

Assistant Secretary

Title

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
COLTEC INDUSTRIES INC**

**ARTICLE FIRST**

The name of the corporation (herein called the "Corporation") is:

Coltec Industries Inc

**ARTICLE SECOND**

The location address of its registered office in this Commonwealth is c/o CT Corporation System, 1515 Market Street, Suite 1210, Philadelphia, Pennsylvania 19102.

**ARTICLE THIRD**

The Corporation is organized under the provisions of the Pennsylvania Business Corporation Law of 1988 (the "BCL") for the following purposes, which shall be construed independently of each other:

- (a) To carry on in all its branches a general manufacturing business in ferrous, non-ferrous and alloyed metals and any other materials;
- (b) To buy, sell, lease, mine, manufacture, produce, extract, manage, operate, hold and deal in and with real and personal property of every kind and description;
- (c) To engage in mercantile manufacturing, processing, research, development, trading and service businesses of any kind and character; and
- (d) To invest in, and to aid by loans, by making guarantees and in any other manner, any business enterprises affiliated with this Corporation, or in which this Corporation has any direct or indirect interest or with which this Corporation does business, or the business of which is a direct or indirect benefit to this Corporation.

The Corporation shall also have as its purpose the engaging in all lawful business for which the Corporation may be incorporated.

The term for which the Corporation is to exist is perpetual.

#### ARTICLE FOURTH

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

#### ARTICLE FIFTH

The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

#### ARTICLE SIXTH

Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken only upon the vote of the shareholders at an annual or special meeting duly noticed and called, as provided in the By-laws of the Corporation, or by a unanimous written consent of the shareholders.

#### ARTICLE SEVENTH

##### (A) Director Liability

A director shall not, as such, be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Subchapter 17B of the BCL, as the same may be amended from time to time, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section (A) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or Federal law.

##### (B) Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation or otherwise, by reason of the fact that he was a director, officer or employee of the Corporation (and may indemnify any person who was an agent of the Corporation), or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by law, including without limitation indemnification against expenses (including attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, unless the act or failure to act giving rise to the claim for indemnification is finally determined by a court to have constituted willful misconduct or recklessness.

The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a civil or criminal action, suit or proceeding on behalf of any person entitled to indemnification under the paragraph appearing immediately prior hereto in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation, and may pay such expenses in advance on behalf of any agent on receipt of a similar undertaking. The financial ability of such person to make such repayment shall not be a prerequisite to the making of an advance.

For purposes of this Section (B) (i) the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan, (ii) excise taxes assessed with respect to any transaction with an employee benefit plan shall be deemed "fines" and (iii) action taken or omitted by such person with respect to an employee benefit plan in the performance of duties of a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

To further effect, satisfy or secure the indemnification obligation provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

All rights of indemnification under this Section (B) shall be deemed a contract between the Corporation and the person entitled to indemnification under this Section (B) pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

The indemnification, as authorized by this Section (B), shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section (B) shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

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#### ARTICLE EIGHTH

Subchapter 25E and Subchapters 25G through 25J of the BCL shall not be applicable to the Corporation.

Subchapter 25F and all other provisions of the BCL which have not been rendered inapplicable to the Corporation by the first paragraph of this Article Eighth shall be applicable to the Corporation.

#### ARTICLE NINTH

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.